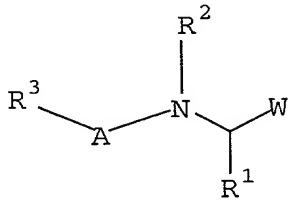
What we claim is:

1. A compound of Formula (I):



(I)

or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, wherein:

W is selected from the group:

$-B(Y^1)(Y^2)$,

$-C(=O)C(=O)-Q$,

$-C(=O)C(=O)NH-Q$,

$-C(=O)C(=O)-O-Q$,

$-C(=O)CF_2C(=O)NH-Q$;

$-C(=O)CF_3$,

$-C(=O)CF_2CF_3$, and

$-C(=O)H$;

Y^1 and Y^2 are independently selected from:

a) -OH,

b) -F,

c) $-NR^4R^5$,

d) C_1-C_8 alkoxy, and

when taken together with B, Y^1 and Y^2 form:

e) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

f) a cyclic boronic amide where said cyclic boronic amide contains from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O; or

g) a cyclic boronic amide-ester where said cyclic boronic amide-ester contains from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

Q is selected from $-(CR^6R^{6c})_p-Q^1$, $-(CR^6R^{6c})_p-Q^2$,
C_2-C_4 alkenyl substituted with Q^1,
C_2-C_4 alkynyl substituted with Q^1, and
an amino acid residue;

p is 1, 2, 3 or 4;

Q^1 is selected from the group:
$-CO_2R^7$, $-SO_2R^7$, $-SO_3R^7$, $-P(O)_2R^7$, $-P(O)_3R^7$,
aryl substituted with 0-4 Q^{1a}, and
5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic ring system is substituted with 0-4 Q^{1a};

Q^{1a} is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$,
$-CO_2R^8$, $-C(=O)NR^8R^9$, $-NHC(=O)R^8$, $-SO_2R^8$, $-SO_2NR^8R^9$,
$-NR^8R^9$, $-OR^8$, $-SR^8$, C_1-C_4 alkyl, C_1-C_4 haloalkyl, or
C_1-C_4 haloalkoxy;

Q^2 is $-X^1-NR^{10}-Z$, $-NR^{10}-X^2-Z$, or $-X^1-NR^{10}-X^2-Z$;

X^1 and X^2 are independently selected from: $-C(=O)-$, $-S-$,
$-S(=O)-$, $-S(=O)_2-$, $-P(O)-$, $-P(O)_2-$, and $-P(O)_3-$;

Z is C_1-C_4 haloalkyl,
C_1-C_4 alkyl substituted with 0-3 Z^a,
C_2-C_4 alkenyl substituted with 0-3 Z^a,

C_2-C_4 alkynyl substituted with 0-3 Z^a,
C_3-C_{10} cycloalkyl substituted with 0-5 Z^b,
C_3-C_{10} carbocyle substituted with 0-5 Z^b,
6-10 membered aryl substituted with 0-5 Z^b, or
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic ring system is substituted with 0-4 Z^b;

Z^a is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CO_2R^8$, $-C(=O)NR^8R^9$, $-NHC(=O)R^8$, $-NR^8R^9$, $-OR^8$, $-SR^8$, $-S(=O)R^8$, $-SO_2R^8$, $-SO_2NR^8R^9$, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy,
C_3-C_7 cycloalkyl substituted with 0-5 Z^b,
C_3-C_{10} carbocyle substituted with 0-5 Z^b,
6-10 membered aryl substituted with 0-5 Z^b, or
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic ring system is substituted with 0-4 Z^b;

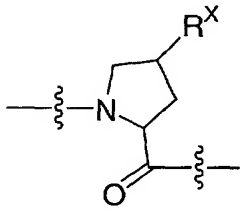
Z^b is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CO_2R^8$, $-C(=O)NR^8R^9$, $-NHC(=O)R^8$, $-NR^8R^9$, $-OR^8$, $-SR^8$, $-S(=O)R^8$, $-SO_2R^8$, $-SO_2NR^8R^9$, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy,
C_3-C_7 cycloalkyl substituted with 0-5 Z^c,
C_3-C_{10} carbocycle substituted with 0-5 Z^c,
6-10 membered aryl substituted with 0-5 Z^c, or
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially

unsaturated or unsaturated; and said 5-10 membered heterocyclic ring system is substituted with 0-4 Z^c;

Z^c is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CO_2R^8$, $-C(=O)NR^8R^9$, $-NHC(=O)R^8$, $-NR^8R^9$, $-OR^8$, $-SR^8$, $-S(=O)R^8$, $-SO_2R^8$, $-SO_2NR^8R^9$, C_1-C_4 alkyl, C_1-C_4 haloalkyl, or C_1-C_4 haloalkoxy;

A is A^2-A^3, A^2-A^3-A^4, A^2-A^3-A^4-A^5, A^2-A^3-A^4-A^5-A^6, or A^2-A^3-A^4-A^5-A^6-A^7;

A^2 is a natural amino acid, a modified amino acid, an unnatural amino acid, or



;

wherein said amino acid is of either D or L configuration;

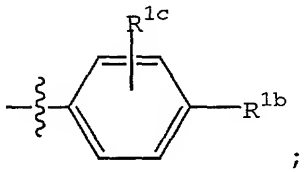
R^X is H, F, Cl, Br, I, $-CF_3$, $-OCF_3$, $-(CH_2)_m$-R^{16}-$(CH_2)_n$-R^{12}, or $-CO_2R^{12}$;

m and n are independently selected from 0, 1, 2, and 3;

A^3, A^4, A^5, A^6, and A^7 are independently selected from an amino acid residue; wherein said amino acid residue, at each occurence, is independently selected from a natural amino acid, a modified amino acid, or an unnatural amino acid; wherein said natural, modified or unnatural amino acid is of either D or L configuration;

R^1 is-CH_2CH_2-R^{1a}, -$CH_2CH_2CH_2$-R^{1a}, -$CH_2CH_2CH_2CH_2$-R^{1a}, -$CH_2CH_2CH_2CH_2CH_2$-R^{1a}, -$CH_2CH_2CH_2CH_2CH_2CH_2$-R^{1a}, -$CH_2CH_2CH_2CH_2CH_3$, -$CH_2CH_2CH_2CH_2CH_2CH_3$, -$CH_2CH_2CH_2C(CH_3)_2$, -$CH_2CH_2CH_2C(CH_2CH_3)_2$, or -$CH_2CH_2CH_2$-cyclobutyl;

R^{1a} is



;

R^{1b} is selected at each occurrence from the group: H, C_1-C_4 alkyl, F, Cl, Br, I, -OH, C_1-C_4 alkoxy, phenoxy, benzyloxy, -SH, -CN, -NO_2, -C(=O)OR^{1d}, -$NR^{1d}R^{1d}$, -CF_3, -OCF_3, C_3-C_6 cycloalkyl, and aryl substituted by 0-3 R^{1c};

R^{1c} is selected at each occurrence from the group: methyl, ethyl, Cl, F, Br, I, OH, methoxy, ethoxy, -CN, -NO_2, -C(=O)OR^{1d}, $NR^{1d}R^{1d}$, -CF_3, and -OCF_3;

R^{1d} is H, C_1-C_4 alkyl, phenyl or benzyl;

R^2 is H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, or C_3-C_6 cycloalkyl;

R^3 is H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, -C(=O)R^{11}, -CO_2R^{11}, -C(=O)NHR^{11}, -S(=O)R^{11}, -S(=O)$_2R^{11}$, or an NH_2-blocking group;

R^4 and R^5, are independently selected from: H, C_1-C_4 alkyl, aryl(C_1-C_4 alkyl)-, and C_3-C_7 cycloalkyl;

R^6 is selected from the group: H, $-CO_2R^7$, $-NR^7R^7$, and C_1-C_6 alkyl substituted with 0-1 R^{6a};

R^{6a} is selected from the group: halo, $-NO_2$, -CN, $-CF_3$, $-CO_2R^7$, $-NR^7R^7$, $-OR^7$, $-SR^7$, $-C(=NH)NH_2$, and aryl substituted with 0-1 R^{6b};

R^{6b} is selected from the group: $-CO_2H$, $-NH_2$, -OH, -SH, and $-C(=NH)NH_2$;

R^{6c} is H or C_1-C_4 alkyl;

R^7 at each occurrence is independently selected from the group: H, C_1-C_4 alkyl, aryl, and aryl(C_1-C_4 alkyl)-, wherein aryl is optionally substituted with 0-3 substituents selected from $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-SO_2CH_3$, $-CF_3$, Cl, Br, I, and F;

alternatively, $-NR^7R^7$ may optionally form a 5-6 membered heterocycle consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

R^8 and R^9 are independently selected from H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, and C_3-C_7 cycloalkyl;

alternatively, NR^8R^9 may form a 5-6 membered heterocycle consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

R^{10} is selected from the group: H,
C_1-C_4 alkyl substituted with 0-3 R^{13},
C_3-C_{10} carbocycle substituted with 0-3 R^{13},
6-10 membered aryl substituted with 0-3 R^{13}, and

5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-3 R^{13};

R^{11} is C_1-C_4 alkyl substituted with 0-1 R^{11a},
6-10 membered aryl substituted with 0-2 R^{11b}, or
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{11b};

R^{11a} is C_1-C_4 alkyl, halogen, $-OR^{14}$, $-SR^{14}$, $-NR^{14}R^{15}$, aryl, or a 5-6 membered heterocyclic ring system containing 1, 2 or 3 heteroatoms selected from nitrogen, oxygen and sulfur;

R^{11b} is $-NO_2$, $-NH_2$, $-SO_3H$, $-SO_2CH_3$, $-CO_2H$, $-CF_3$, -OH, -SH, $-OCF_3$, Cl, Br, I, F, =O, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 thioalkoxy, aryl, or aryl(C_1-C_4 alkyl)-, wherein aryl is optionally substituted with 0-3 substituents selected from $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-SO_2CH_3$, $-CF_3$, Cl, Br, I, and F;

R^{12} is selected from the group: H;
C_1-C_6 alkyl substituted with 0-3 R^{12a};
C_2-C_6 alkenyl substituted with 0-3 R^{12a};
C_2-C_6 alkynyl substituted with 0-3 R^{12a};
C_3-C_7 cycloalkyl substituted with 0-3 R^{12a};
C_4-C_{10} (cycloalkyl-alkyl) substituted with 0-3 R^{12a};
6-10 membered aryl substituted with 0-3 R^{12a}; and

5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{12a};

R^{12a} is independently selected from the group: C_1-C_6 alkoxy; lower thioalkyl; sulfonyl; $-NO_2$; halogen; haloalkyl; carboxyl; carboxy(lower alkyl); $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; $-S(=O)_2R^{14}$; C_1-C_6 alkyl substituted with 0-3 R^{12b}; C_2-C_6 alkenyl substituted with 0-3 R^{12b}; C_2-C_6 alkynyl substituted with 0-3 R^{12b}; C_3-C_7 cycloalkyl substituted with 0-3 R^{12b}; C_4-C_{10} (alkylcycloalkyl) substituted with 0-3 R^{12b}; 6-10 membered aryl substituted with 0-3 R^{12b}; and 5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{12b};

R^{12b} is independently selected from the group: C_1-C_6 alkyl; C_3-C_7 cycloalkyl; C_1-C_6 alkoxy; halogen; $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; $-S(=O)_2R^{14}$; $-NO_2$; haloalkyl; carboxyl; carboxy(lower alkyl); aryl; and 5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with C_1-C_6 alkyl;

R^{13} at each occurrence is independently selected from the group: H, $-NO_2$, $-SO_2OH$, $-SO_2CH_3$, $-CF_3$, Cl, Br, I, F, $-NH_2$, $-NH(CH_3)$, $-N(CH_3)_2$, $-NH(CH_2CH_3)$, $-N(CH_2CH_3)_2$, and C_1-C_4 alkyl;

R^{14} and R^{15} are independently selected from the group: H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, and C_3-C_7 cycloalkyl;

R^{16} is a bond, -O-, -S- or $-NR^{17}$-; and

R^{17} is H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, or C_3-C_6 cycloalkyl.

2. A compound of Claim 1, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, wherein:

W is $-B(Y^1)(Y^2)$ or -C(=O)C(=O)NH-Q;

Y^1 and Y^2 are independently selected from:

a) -OH,

b) -F,

c) $-NR^4R^5$,

d) C_1-C_8 alkoxy, and

when taken together with B, Y^1 and Y^2 form:

e) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

Q is selected from $-(CR^6R^{6c})_p-Q^1$,

C_2-C_4 alkenyl substituted with Q^1,

C_2-C_4 alkynyl substituted with Q^1, and

an amino acid residue;

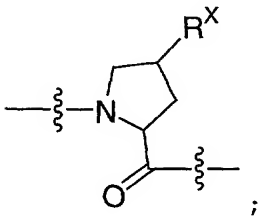
p is 1, 2 or 3;

Q^1 is selected from the group:
$-CO_2R^7$, $-SO_2R^7$, $-SO_3R^7$,
aryl substituted with 0-4 Q^{1a}, and
5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic ring system is substituted with 0-4 Q^{1a};

Q^{1a} is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CO_2R^8$, $-C(=O)NR^8R^9$, $-NHC(=O)R^8$, $-SO_2R^8$, $-SO_2NR^8R^9$, $-NR^8R^9$, $-OR^8$, $-SR^8$, C_1-C_4 alkyl, C_1-C_4 haloalkyl, or C_1-C_4 haloalkoxy;

A is A^2-A^3, A^2-A^3-A^4, A^2-A^3-A^4-A^5, or A^2-A^3-A^4-A^5-A^6;

A^2 is a natural amino acid, a modified amino acid, an unnatural amino acid, or



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wherein said amino acid is of either D or L configuration;

R^X is H or $-(CH_2)_m$-R^{16}-$(CH_2)_n$-R^{12};

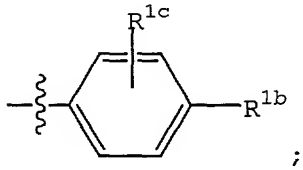
m and n are independently selected from 0, 1, or 2;

A^3, A^4, A^5, and A^6 are independently selected from an amino acid residue wherein said amino acid residue, at each

occurence, is independently selected from a natural amino acid, a modified amino acid, or an unnatural amino acid wherein said natural, modified or unnatural amino acid is of either D or L configuration;

R^1 is $-CH_2CH_2-R^{1a}$, $-CH_2CH_2CH_2-R^{1a}$, $-CH_2CH_2CH_2CH_2-R^{1a}$, $-CH_2CH_2CH_2CH_2CH_2-R^{1a}$, $-CH_2CH_2CH_2CH_2CH_2CH_2-R^{1a}$, $-CH_2CH_2CH_2CH_2CH_3$, $-CH_2CH_2CH_2CH_2CH_2CH_3$, $-CH_2CH_2CH_2C(CH_3)_2$, $-CH_2CH_2CH_2C(CH_2CH_3)_2$, or $-CH_2CH_2CH_2$-cyclobutyl;

R^{1a} is



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R^{1b} is selected at each occurrence from the group: H, C_1-C_4 alkyl, F, Cl, Br, I, -OH, C_1-C_4 alkoxy, phenoxy, benzyloxy, -SH, -CN, $-NO_2$, $-C(=O)OR^{1d}$, $-NR^{1d}R^{1d}$, $-CF_3$, $-OCF_3$, C_3-C_6 cycloalkyl, and aryl substituted by 0-3 R^{1c};

R^{1c} is selected at each occurrence from the group: methyl, ethyl, Cl, F, Br, I, OH, methoxy, ethoxy, -CN, $-NO_2$, $-C(=O)OR^{1d}$, $NR^{1d}R^{1d}$, $-CF_3$, and $-OCF_3$;

R^{1d} is H, C_1-C_4 alkyl, phenyl or benzyl;

R^2 is H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, or C_3-C_6 cycloalkyl;

R^3 is H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, $-C(=O)R^{11}$, $-CO_2R^{11}$, $-C(=O)NHR^{11}$, $-S(=O)R^{11}$, $-S(=O)_2R^{11}$, or an NH_2-blocking group;

R^4 and R^5, are independently selected from: H, C_1-C_4 alkyl, aryl(C_1-C_4 alkyl)-, and C_3-C_7 cycloalkyl;

R^6 is selected from the group: H, $-CO_2R^7$, $-NR^7R^7$, and C_1-C_6 alkyl substituted with 0-1 R^{6a};

R^{6a} is selected from the group: halo, $-NO_2$, -CN, $-CF_3$, $-CO_2R^7$, $-NR^7R^7$, $-OR^7$, $-SR^7$, $-C(=NH)NH_2$, and aryl substituted with 0-1 R^{6b};

R^{6b} is selected from the group: $-CO_2H$, $-NH_2$, -OH, -SH, and $-C(=NH)NH_2$;

R^{6c} is H or C_1-C_4 alkyl;

R^7 at each occurrence is independently selected from the group: H, C_1-C_4 alkyl, aryl, and aryl(C_1-C_4 alkyl)-, wherein aryl is optionally substituted with 0-3 substituents selected from $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-SO_2CH_3$, $-CF_3$, Cl, Br, I, and F;

alternatively, $-NR^7R^7$ may optionally form a 5-6 membered heterocycle consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

R^8 and R^9 are independently selected from H, C_1-C_4 alkyl, aryl(C_1-C_4 alkyl)-, and C_3-C_7 cycloalkyl;

alternatively, NR^8R^9 may form a 5-6 membered heterocycle consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

R^{11} is C_1-C_4 alkyl substituted with 0-1 R^{11a},
6-10 membered aryl substituted with 0-2 R^{11b}, or
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{11b};

R^{11a} is C_1-C_4 alkyl, halogen, $-OR^{14}$, $-SR^{14}$, $-NR^{14}R^{15}$, aryl, or a 5-6 membered heterocyclic ring system containing 1, 2 or 3 heteroatoms selected from nitrogen, oxygen and sulfur;

R^{11b} is $-NO_2$, $-NH_2$, $-SO_3H$, $-SO_2CH_3$, $-CO_2H$, $-CF_3$, -OH, -SH, $-OCF_3$, Cl, Br, I, F, =O, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 thioalkoxy, aryl, or aryl(C_1-C_4 alkyl)-, wherein aryl is optionally substituted with 0-3 substituents selected from $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-SO_2CH_3$, $-CF_3$, Cl, Br, I, and F;

R^{12} is selected from the group: H;
C_1-C_6 alkyl substituted with 0-3 R^{12a};
C_2-C_6 alkenyl substituted with 0-3 R^{12a};
C_2-C_6 alkynyl substituted with 0-3 R^{12a};
C_3-C_7 cycloalkyl substituted with 0-3 R^{12a};
C_4-C_{10} (cycloalkyl-alkyl) substituted with 0-3 R^{12a};
6-10 membered aryl substituted with 0-3 R^{12a}; and
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{12a};

R^{12a} is independently selected from the group: C_1-C_6 alkoxy; lower thioalkyl; sulfonyl; $-NO_2$; halogen; haloalkyl; carboxyl; carboxy(lower alkyl); $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; $-S(=O)_2R^{14}$;
C_1-C_6 alkyl substituted with 0-3 R^{12b};
C_2-C_6 alkenyl substituted with 0-3 R^{12b};
C_2-C_6 alkynyl substituted with 0-3 R^{12b};
C_3-C_7 cycloalkyl substituted with 0-3 R^{12b};
C_4-C_{10} (alkylcycloalkyl) substituted with 0-3 R^{12b};
6-10 membered aryl substituted with 0-3 R^{12b}; and
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{12b};

R^{12b} is independently selected from the group: C_1-C_6 alkyl; C_3-C_7 cycloalkyl; C_1-C_6 alkoxy; halogen; $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; $-S(=O)_2R^{14}$; $-NO_2$; haloalkyl; carboxyl; carboxy(lower alkyl); aryl; and 5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with C_1-C_6 alkyl;

R^{14} and R^{15} are independently selected from the group: H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, and C_3-C_7 cycloalkyl;

R^{16} is a bond, -O-, -S- or $-NR^{17}-$; and

R^{17} is H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, or

C_3-C_6 cycloalkyl.

3. A compound of Claim 2, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, wherein:

W is $-B(Y^1)(Y^2)$;

Y^1 and Y^2 are independently selected from:

a) -OH,

b) -F,

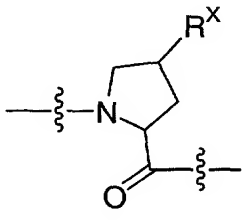
c) C_1-C_8 alkoxy, and

when taken together with B, Y^1 and Y^2 form:

d) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 16 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

A is A^2-A^3, A^2-A^3-A^4, A^2-A^3-A^4-A^5, or A^2-A^3-A^4-A^5-A^6;

A^2 is Ala, Arg, Asn, Asp, Aze, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Orn, Phe, Pro, Sar, Ser, Thr, Trp, Tyr, Val, Abu, Alg, Ape, Cha, Cpa, Cpg, Dfb, Dpa, Gla, Irg, HomoLys, Phe(4-fluoro), Tpa, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^{t}Bu), Glu(O^{t}Bu), Hyp(O^{t}Bu), Thr(O^{t}Bu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine, cyclopropylglycine, t-butylglycine, phenylglycine, 3,3-diphenylalanine, or



;

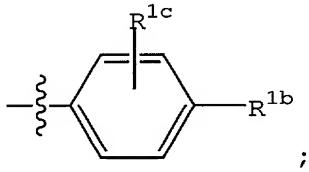
A^3, A^4, A^5, and A^6 are independently selected from an amino acid residue wherein said amino acid residue, at each occurence, is independently selected from the group: Ala, Arg, Asn, Asp, Aze, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Orn, Phe, Pro, Sar, Ser, Thr, Trp, Tyr, Val, Abu, Alg, Ape, Cha, Cpa, Cpg, Dfb, Dpa, Gla, Irg, HomoLys, Phe(4-fluoro), Tpa, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine, cyclopropylglycine, t-butylglycine, phenylglycine, and 3,3-diphenylalanine;

R^X is H or $-(CH_2)_m-R^{16}-(CH_2)_n-R^{12}$;

m and n are independently selected from 0, 1, or 2;

R^1 is $-CH_2CH_2-R^{1a}$, $-CH_2CH_2CH_2CH_2-R^{1a}$, or $-CH_2CH_2CH_2CH_2CH_2-R^{1a}$.

R^{1a} is



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R^{1b} is selected at each occurrence from the group: H, C_1-C_4 alkyl, F, Cl, Br, I, -OH, C_1-C_4 alkoxy, phenoxy, benzyloxy, -SH, -CN, $-NO_2$, $-C(=O)OR^{1d}$, $-NR^{1d}R^{1d}$, $-CF_3$, $-OCF_3$, C_3-C_6 cycloalkyl, and aryl substituted by 0-3 R^{1c};

R^{1c} is selected at each occurrence from the group: methyl, ethyl, Cl, F, Br, I, OH, methoxy, ethoxy, -CN, $-NO_2$, $-C(=O)OR^{1d}$, $NR^{1d}R^{1d}$, $-CF_3$, and $-OCF_3$;

R^{1d} is H, C_1-C_4 alkyl, phenyl or benzyl;

R^2 is H, C_1-C_4 alkyl, phenyl or benzyl;

R^3 is H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, $-C(=O)R^{11}$, $-CO_2R^{11}$, $-C(=O)NHR^{11}$, or an NH_2-blocking group;

R^{11} is C_1-C_4 alkyl substituted with 0-1 R^{11a},
6-10 membered aryl substituted with 0-2 R^{11b}, or
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{11b};

R^{11a} is C_1-C_4 alkyl, halogen, $-OR^{14}$, $-SR^{14}$, $-NR^{14}R^{15}$, aryl, or a 5-6 membered heterocyclic ring system containing 1, 2 or 3 heteroatoms selected from nitrogen, oxygen and sulfur;

R^{11b} is $-NO_2$, $-NH_2$, $-SO_3H$, $-SO_2CH_3$, $-CO_2H$, $-CF_3$, -OH, -SH, $-OCF_3$, Cl, Br, I, F, =O, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 thioalkoxy, aryl, or aryl(C_1-C_4 alkyl)-, wherein aryl is optionally substituted with 0-3 substituents selected from $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-SO_2CH_3$, $-CF_3$, Cl, Br, I, and F;

R^{12} is selected from the group: H;
C_1-C_6 alkyl substituted with 0-3 R^{12a};
C_2-C_6 alkenyl substituted with 0-3 R^{12a};
C_2-C_6 alkynyl substituted with 0-3 R^{12a};
C_3-C_7 cycloalkyl substituted with 0-3 R^{12a};
C_4-C_{10} (cycloalkyl-alkyl) substituted with 0-3 R^{12a};
6-10 membered aryl substituted with 0-3 R^{12a}; and

5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{12a};

R^{12a} is independently selected from the group: C_1-C_6 alkoxy; lower thioalkyl; sulfonyl; $-NO_2$; halogen; haloalkyl; carboxyl; carboxy(lower alkyl); $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; $-S(=O)_2R^{14}$; C_1-C_6 alkyl substituted with 0-3 R^{12b}; C_2-C_6 alkenyl substituted with 0-3 R^{12b}; C_2-C_6 alkynyl substituted with 0-3 R^{12b}; C_3-C_7 cycloalkyl substituted with 0-3 R^{12b}; C_4-C_{10} (alkylcycloalkyl) substituted with 0-3 R^{12b}; 6-10 membered aryl substituted with 0-3 R^{12b}; and 5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{12b};

R^{12b} is independently selected from the group: C_1-C_6 alkyl; C_3-C_7 cycloalkyl; C_1-C_6 alkoxy; halogen; $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; $-S(=O)_2R^{14}$; $-NO_2$; haloalkyl; carboxyl; carboxy(lower alkyl); and 5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with C_1-C_6 alkyl;

R^{14} and R^{15} are independently selected from the group: H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, and C_3-C_7 cycloalkyl;

R^{16} is a bond, -O-, -S- or -NR^{17}-; and

R^{17} is H, C_1-C_4 alkyl, aryl or aryl(C_1-C_4 alkyl).

4. A compound of Claim 3, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, wherein:

W is -B(Y^1)(Y^2);

Y^1 and Y^2 are independently selected from:

a) -OH,

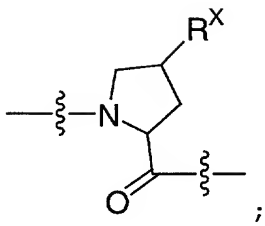
b) C_1-C_6 alkoxy, or

when taken together with B, Y^1 and Y^2 form:

d) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 16 carbon atoms;

A is A^2-A^3-A^4, A^2-A^3-A^4-A^5, or A^2-A^3-A^4-A^5-A^6;

A^2 is Ala, Arg, Asn, Asp, Aze, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Orn, Phe, Pro, Sar, Ser, Thr, Trp, Tyr, Val, Abu, Alg, Ape, Cha, Cpa, Cpg, Dfb, Dpa, Gla, Irg, HomoLys, Phe(4-fluoro), Tpa, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine, cyclopropylglycine, t-butylglycine, phenylglycine, 3,3-diphenylalanine, or



;

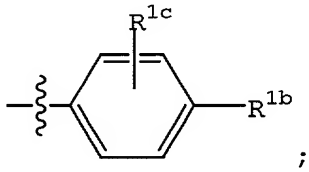
A^3, A^4, A^5, and A^6 are independently selected from an amino acid residue wherein said amino acid residue, at each occurence, is independently selected from the group: Ala, Arg, Asn, Asp, Aze, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Orn, Phe, Pro, Sar, Ser, Thr, Trp, Tyr, Val, Abu, Alg, Ape, Cha, Cpa, Cpg, Dfb, Dpa, Gla, Irg, HomoLys, Phe(4-fluoro), Tpa, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine, cyclopropylglycine, t-butylglycine, phenylglycine, and 3,3-diphenylalanine;

R^X is H or $-(CH_2)_m-R^{16}-(CH_2)_n-R^{12}$;

m and n are independently selected from 0, 1, or 2;

R^1 is $-CH_2CH_2-R^{1a}$, $-CH_2CH_2CH_2CH_2-R^{1a}$, or $-CH_2CH_2CH_2CH_2CH_2-R^{1a}$.

R^{1a} is



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R^{1b} is selected at each occurrence from the group: H, C_1-C_4 alkyl, F, Cl, Br, I, -OH, C_1-C_4 alkoxy, phenoxy, benzyloxy, -SH, -CN, $-NO_2$, $-C(=O)OR^{1d}$, $-NR^{1d}R^{1d}$, $-CF_3$, $-OCF_3$, C_3-C_6 cycloalkyl, and aryl substituted by 0-3 R^{1c};

group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{12a};

R^{12a} is independently selected from the group: $-NO_2$; halogen; haloalkyl; carboxyl; carboxy(lower alkyl); $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; C_1-C_4 alkyl substituted with 0-2 R^{12b}; phenyl substituted with 0-3 R^{12b}; and

5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-6 membered heterocyclic ring system is substituted with 0-2 R^{12b};

R^{12b} is independently selected from the group: C_1-C_4 alkyl; C_3-C_6 cycloalkyl; F; Cl; Br; I; $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; $-S(=O)_2R^{14}$; $-NO_2$; haloalkyl; carboxyl; carboxy(lower alkyl); and

5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-6 membered heterocyclic ring system is substituted with C_1-C_6 alkyl;

R^{14} and R^{15} are independently selected from the group: H, C_1-C_4 alkyl, phenyl and benzyl;

R^{16} is a bond, -O-, -S- or $-NR^{17}$-; and

R^{17} is H, methyl, ethyl, propyl, butyl, phenyl or benzyl.

R^{1c} is selected at each occurrence from the group: methyl, ethyl, Cl, F, Br, I, OH, methoxy, ethoxy, -CN, $-NO_2$, $-C(=O)OR^{1d}$, $NR^{1d}R^{1d}$, $-CF_3$, and $-OCF_3$;

R^{1d} is H, C_1-C_4 alkyl, phenyl or benzyl;

R^2 is H, methyl, ethyl, propyl, or butyl;

R^3 is H, C_1-C_4 alkyl, aryl, aryl(C_1-C_4 alkyl)-, $-C(=O)R^{11}$, $-CO_2R^{11}$, $-C(=O)NHR^{11}$ or acetyl;

R^{11} is C_1-C_4 alkyl substituted with 0-1 R^{11a},
phenyl substituted with 0-2 R^{11b}, or
5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-6 membered heterocyclic ring system is substituted with 0-2 R^{11b};

R^{11a} is C_1-C_4 alkyl, halogen, $-OR^{14}$, $-SR^{14}$, $-NR^{14}R^{15}$, phenyl, or a 5-6 membered heterocyclic ring system containing 1, 2 or 3 heteroatoms selected from nitrogen, oxygen and sulfur;

R^{11b} is $-NO_2$, $-NH_2$, $-SO_3H$, $-SO_2CH_3$, $-CO_2H$, $-CF_3$, -OH, -SH, $-OCF_3$, Cl, Br, I, F, =O, methyl, ethyl, propyl, butyl, $-OCH_3$, $-OCH_2CH_3$, $-SCH_3$, $-SCH_2CH_3$, phenyl, or benzyl;

R^{12} is selected from the group: H;
C_1-C_4 alkyl substituted with 0-2 R^{12a};
6-10 membered substituted with 0-3 R^{12a}; and
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the

5. A compound of Claim 4, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, wherein:

W is $-B(Y^1)(Y^2)$;

Y^1 and Y^2 are independently selected from:

a) -OH,

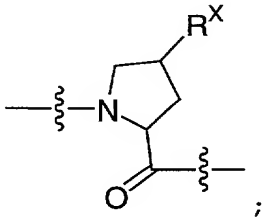
b) C_1-C_6 alkoxy, or

when taken together with B, Y^1 and Y^2 form:

d) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 14 carbon atoms;

A is A^2-A^3-A^4, A^2-A^3-A^4-A^5, or A^2-A^3-A^4-A^5-A^6;

A^2 is Ala, Arg, Asn, Asp, Aze, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Orn, Phe, Pro, Sar, Ser, Thr, Trp, Tyr, Val, Abu, Alg, Ape, Cha, Cpa, Cpg, Dfb, Dpa, Gla, Irg, HomoLys, Phe(4-fluoro), Tpa, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine, cyclopropylglycine, t-butylglycine, phenylglycine, 3,3-diphenylalanine, or



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A^3, A^4, A^5, and A^6 are independently selected from an amino acid residue wherein said amino acid residue, at each occurence, is independently selected from the group: Ala, Arg, Asn, Asp, Aze, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Orn, Phe, Pro, Sar, Ser, Thr, Trp,

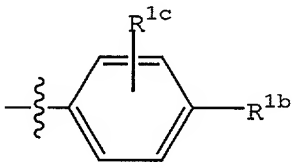
Tyr, Val, Abu, Alg, Ape, Cha, Cpa, Cpg, Dfb, Dpa, Gla, Irg, HomoLys, Phe(4-fluoro), Tpa, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine, cyclopropylglycine, t-butylglycine, phenylglycine, and 3,3-diphenylalanine;

R^X is H or $-(CH_2)_m-R^{16}-(CH_2)_n-R^{12}$;

m and n are independently selected from 0 or 1;

R^1 is $-CH_2CH_2-R^{1a}$ or $-CH_2CH_2CH_2CH_2-R^{1a}$;

R^{1a} is



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R^{1b} is selected at each occurrence from the group: H, C_1-C_4 alkyl, F, Cl, Br, I, -OH, C_1-C_4 alkoxy, phenoxy, benzyloxy, -SH, -CN, $-NO_2$, $-C(=O)OR^{1d}$, $-NR^{1d}R^{1d}$, $-CF_3$, $-OCF_3$, C_3-C_6 cycloalkyl, and aryl substituted by 0-3 R^{1c};

R^{1c} is selected at each occurrence from the methyl, ethyl, Cl, F, Br, I, OH, methoxy, ethoxy, -CN, $-NO_2$, $-C(=O)OR^{1d}$, $NR^{1d}R^{1d}$, $-CF_3$, and $-OCF_3$;

R^{1d} is H, methyl, ethyl, propyl, butyl, phenyl or benzyl;

R^2 is H or methyl;

R^3 is H, methyl, ethyl, propyl, butyl, phenyl, benzyl, $-C(=O)R^{11}$, $-CO_2R^{11}$, $-C(=O)NHR^{11}$ or acetyl;

R^{11} is C_1-C_4 alkyl substituted with 0-1 R^{11a},
phenyl substituted with 0-2 R^{11b}, or
5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-6 membered heterocyclic ring system is substituted with 0-2 R^{11b};

R^{11a} is methyl, ethyl propyl, butyl, F, Cl, Br, Cl, -OH, $-OCH_3$, -SH, $-SCH_3$, $-NH_2$, $-NHCH_3$, $-N(CH_3)_2$, phenyl, or a 5-6 membered heterocyclic ring system containing 1, 2 or 3 heteroatoms selected from nitrogen, oxygen and sulfur;

R^{11b} is $-NO_2$, $-NH_2$, $-SO_3H$, $-SO_2CH_3$, $-CO_2H$, $-CF_3$, -OH, -SH, $-OCF_3$, Cl, Br, I, F, =O, methyl, ethyl, propyl, butyl, $-OCH_3$, $-OCH_2CH_3$, $-SCH_3$, $-SCH_2CH_3$, phenyl, or benzyl;

R^{12} is selected from the group: H;
C_1-C_4 alkyl substituted with 0-2 R^{12a};
6-10 membered aryl substituted with 0-3 R^{12a}; and
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{12a};

R^{12a} is independently selected from the group: $-NO_2$; halogen; haloalkyl; carboxyl; carboxy(lower alkyl); $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; C_1-C_4 alkyl substituted with 0-3 R^{12b}; phenyl substituted with 0-3 R^{12b}; and

5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated;

R^{12b} is independently selected from the group: C_1-C_4 alkyl; C_3-C_6 cycloalkyl; F; Cl; Br; I; $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; $-S(=O)_2R^{14}$; $-NO_2$; haloalkyl; carboxyl; carboxy(lower alkyl); and 5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated;

R^{14} and R^{15} are independently selected from the group: H, methyl, ethyl, propyl, butyl, phenyl, and benzyl;

R^{16} is a bond, -O-, -S- or $-NR^{17}-$; and

R^{17} is H, methyl, ethyl, propyl, butyl, phenyl, or benzyl.

6. A compound of Claim 5, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, wherein:

W is $-B(Y^1)(Y^2)$;

Y^1 and Y^2 are independently selected from:

a) -OH,

b) C_1-C_6 alkoxy, or

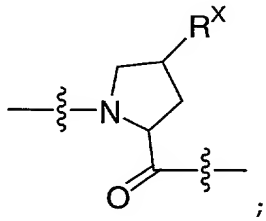
when taken together with B, Y^1 and Y^2 form:

c) a cyclic boronic ester where said cyclic boronic ester is formed from the group: pinanediol, pinacol, 1,2-ethanediol, 1,3-propanediol, 1,2-propanediol, 2,3-butanediol, 1,2-diisopropylethanediol, 5,6-decanediol, 1,2-

dicyclohexylethanediol, diethanolamine, and 1,2-diphenyl-1,2-ethanediol;

A is A^2-A^3-A^4, A^2-A^3-A^4-A^5, or A^2-A^3-A^4-A^5-A^6;

A^2 is Ala, Arg, Asn, Asp, Aze, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Orn, Phe, Pro, Sar, Ser, Thr, Trp, Tyr, Val, Abu, Alg, Ape, Cha, Cpa, Cpg, Dfb, Dpa, Gla, Irg, HomoLys, Phe(4-fluoro), Tpa, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine, cyclopropylglycine, t-butylglycine, phenylglycine, 3,3-diphenylalanine, or



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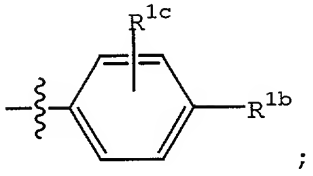
A^3, A^4, A^5, and A^6 are independently selected from an amino acid residue wherein said amino acid residue, at each occurence, is independently selected from the group: Ala, Arg, Asn, Asp, Aze, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Orn, Phe, Pro, Sar, Ser, Thr, Trp, Tyr, Val, Abu, Alg, Ape, Cha, Cpa, Cpg, Dfb, Dpa, Gla, Irg, HomoLys, Phe(4-fluoro), Tpa, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine, cyclopropylglycine, t-butylglycine, phenylglycine, and 3,3-diphenylalanine;

R^X is H, or $-(CH_2)_m-R^{16}-(CH_2)_n-R^{12}$;

m and n are independently selected from 0 or 1;

R^1 is $-CH_2CH_2-R^{1a}$ or $-CH_2CH_2CH_2CH_2-R^{1a}$;

R^{1a} is



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R^{1b} is selected at each occurrence from the group: H, C_1-C_4 alkyl, F, Cl, Br, I, -OH, C_1-C_4 alkoxy, phenoxy, benzyloxy, -SH, -CN, $-NO_2$, $-C(=O)OR^{1d}$, $-NR^{1d}R^{1d}$, $-CF_3$, $-OCF_3$, C_3-C_6 cycloalkyl, and aryl substituted by 0-3 R^{1c};

R^{1c} is selected at each occurrence from the methyl, ethyl, Cl, F, Br, I, OH, methoxy, ethoxy, -CN, $-NO_2$, $-C(=O)OR^{1d}$, $NR^{1d}R^{1d}$, $-CF_3$, and $-OCF_3$;

R^{1d} is H, methyl, ethyl, propyl, butyl, phenyl or benzyl;

R^2 is H or methyl;

R^3 is H, methyl, ethyl propyl, butyl, phenyl, benzyl, $-C(=O)R^{11}$, $-CO_2R^{11}$, $-C(=O)NHR^{11}$ or acetyl;

R^{11} is C_1-C_4 alkyl substituted with 0-1 R^{11a}, phenyl substituted with 0-2 R^{11b}, or 5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-6 membered heterocyclic ring system is substituted with 0-2 R^{11b};

R^{11a} is methyl, ethyl propyl, butyl, F, Cl, Br, Cl, -OH, $-OCH_3$, -SH, $-SCH_3$, $-NH_2$, $-NHCH_3$, $-N(CH_3)_2$, phenyl, or a 5-6 membered heterocyclic ring system containing 1, 2 or 3 heteroatoms selected from nitrogen, oxygen and sulfur;

R^{11b} is $-NO_2$, $-NH_2$, $-SO_3H$, $-SO_2CH_3$, $-CO_2H$, $-CF_3$, -OH, -SH, $-OCF_3$, Cl, Br, I, F, =O, methyl, ethyl, propyl, butyl, $-OCH_3$, $-OCH_2CH_3$, $-SCH_3$, $-SCH_2CH_3$, phenyl, or benzyl;

R^{12} is selected from the group: H;
C_1-C_4 alkyl substituted with 0-2 R^{12a};
6-10 member aryl substituted with 0-3 R^{12a}; and
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{12a};

R^{12a} is independently selected from the group: $-NO_2$; halogen; haloalkyl; carboxyl; carboxy(lower alkyl); $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; C_1-C_4 alkyl; phenyl; and
5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated;

R^{14} and R^{15} are independently selected from the group: H, methyl, and ethyl; and

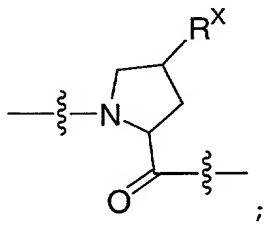
R^{16} is a bond, -O- or -S-.

7. A compound of Claim 6, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, wherein:

W is pinanediol boronic ester;

A is A^2-A^3-A^4, A^2-A^3-A^4-A^5, or A^2-A^3-A^4-A^5-A^6;

A^2 is Ala, Arg, Asn, Asp, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Phe, Pro, Ser, Thr, Trp, Tyr, Val, Abu, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylalanine, or



;

A^3, A^4, A^5, and A^6 are independently selected from an amino acid residue wherein said amino acid residue, at each occurence, is independently selected from the group: Ala, Arg, Asn, Asp, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Phe, Pro, Ser, Thr, Trp, Tyr, Val, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Gla; Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine, cyclohexylglycine, cyclopropylglycine, t-butylglycine, phenylglycine, and 3,3-diphenylalanine;

R^1 is $-CH_2CH_2-R^{1a}$ or $-CH_2CH_2CH_2CH_2-R^{1a}$;

R^{1a} is selected from the group: phenyl, 2-naphthyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 4-(1,1'-biphenyl)-, 2,5-dimethylphenyl, 2,4-dimethylphenyl, 3-CF_3-phenyl, 4-CF_3-phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl, 4-Cl-phenyl, 4-Br-phenyl, 4-phenoxyphenyl, 4-isopropylphenyl, 4-cyclohexylphenyl, 4-tBu-phenyl, 4-methoxyphenyl, 2,6-diF-phenyl, 4-hydroxy-phenyl, (4-methyoxyphenoxy)phenyl, methyl, ethyl, propyl, i-propyl, n-butyl, i-butyl, and cyclobutyl;

R^X is H or $-(CH_2)_m-R^{16}-(CH_2)_n-R^{12}$;

m and n are independently selected from 0 or 1;

R^2 is H or methyl;

R^3 is H, methyl, ethyl propyl, butyl, phenyl, benzyl, $-C(=O)R^{11}$, $-CO_2R^{11}$, $-C(=O)NHR^{11}$ or acetyl;

R^{11} is C_1-C_4 alkyl substituted with 0-1 R^{11a}, phenyl substituted with 0-2 R^{11b}, or 5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-6 membered heterocyclic ring system is substituted with 0-2 R^{11b};

R^{11a} is methyl, ethyl propyl, butyl, F, Cl, Br, Cl, -OH, $-OCH_3$, -SH, $-SCH_3$, $-NH_2$, $-NHCH_3$, $-N(CH_3)_2$, phenyl, or a 5-6 membered heterocyclic ring system containing 1, 2 or 3 heteroatoms selected from nitrogen, oxygen and sulfur;

R^{11b} is $-NO_2$, $-NH_2$, $-SO_3H$, $-SO_2CH_3$, $-CO_2H$, $-CF_3$, -OH, -SH,

$-OCF_3$, Cl, Br, I, F, =O, methyl, ethyl, propyl, butyl, $-OCH_3$, $-OCH_2CH_3$, $-SCH_3$, $-SCH_2CH_3$, phenyl, or benzyl;

R^{12} is selected from the group: H;
C_1-C_4 alkyl substituted with 0-2 R^{12a};
6-10 member aryl substituted with 0-3 R^{12a}; and
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{12a};

R^{12a} is independently selected from the group: $-NO_2$; halogen; haloalkyl; carboxyl; carboxy(lower alkyl); $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; C_1-C_4 alkyl; phenyl; and
5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated;

R^{14} and R^{15} are independently selected from the group: H, methyl, and ethyl; and

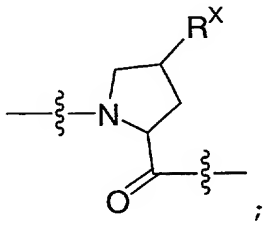
R^{16} is a bond, -O- or -S-.

8. A compound of Claim 7, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, wherein:

W is pinanediol boronic ester;

A is A^2-A^3-A^4, A^2-A^3-A^4-A^5, or A^2-A^3-A^4-A^5-A^6;

A^2 is Ala, Arg, Asn, Asp, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Phe, Pro, Ser, Thr, Trp, Tyr, Val, Abu, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylalanine, or



;

A^3, A^4, A^5, and A^6 are independently selected from an amino acid residue wherein said amino acid residue, at each occurence, is independently selected from the group: Ala, Arg, Asn, Asp, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Phe, Pro, Ser, Thr, Trp, Tyr, Val, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Gla; Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine, cyclohexylglycine, cyclopropylglycine, t-butylglycine, phenylglycine, and 3,3-diphenylalanine;

R^1 is-CH_2CH_2-R^{1a} or -$CH_2CH_2CH_2CH_2$-R^{1a};

R^{1a} is selected from the group: phenyl, 2-naphthyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 4-(1,1'-biphenyl)-, 2,5-dimethylphenyl, 2,4-dimethylphenyl, 3-CF_3-phenyl, 4-CF_3-phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl, 4-Cl-phenyl, 4-Br-phenyl, 4-phenoxyphenyl, 4-isopropylphenyl, 4-cyclohexylphenyl, 4-tBu-phenyl, 4-methoxyphenyl, 2,6-diF-phenyl, 4-hydroxy-phenyl, (4-methyoxyphenoxy)phenyl, methyl, ethyl, propyl, i-propyl, n-butyl, i-butyl, and cyclobutyl;

R^X is H or benzoxy;

R^2 is H;

R^3 is H, $-C(=O)R^{11}$ or acetyl;

R^{11} is 5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-6 membered heterocyclic ring system is substituted with 0-2 R^{11b}; and

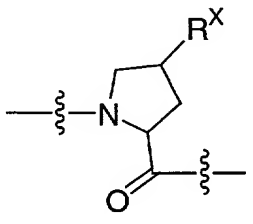
R^{11b} is $-NO_2$, $-NH_2$, $-SO_3H$, $-SO_2CH_3$, $-CO_2H$, $-CF_3$, $-OH$, $-SH$, $-OCF_3$, Cl, Br, F, methyl, ethyl, propyl, butyl, $-OCH_3$, or $-OCH_2CH_3$.

9. A compound of Claim 7, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, wherein:

W is pinanediol boronic ester;

A is A^2-A^3-A^4, A^2-A^3-A^4-A^5, or A^2-A^3-A^4-A^5-A^6;

A^2 is Pro, Leu, Asp, Abu, Val, cyclohexylalanine, or



;

A^3 is Val, Glu, Ile, Thr, cyclohexylglycine, or cyclohexylalanine;

A^4 is Val, Ile, Leu, cyclohexylglycine, cyclopropylglycine, t-butylglycine, phenylglycine, or 3,3-diphenylalanine;

A^5 is Asp, Glu, Val, Ile, t-butylglycine or Gla;

A^6 is Asp or Glu;

R^1 is $-CH_2CH_2-R^{1a}$ or $-CH_2CH_2CH_2CH_2-R^{1a}$;

R^{1a} is selected from the group: phenyl, 2-naphthyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 4-(1,1'-biphenyl)-, 2,5-dimethylphenyl, 2,4-dimethylphenyl, 3-CF_3-phenyl, 4-CF_3-phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl, 4-Cl-phenyl, 4-Br-phenyl, 4-phenoxyphenyl, 4-isopropylphenyl, 4-cyclohexylphenyl, 4-tBu-phenyl, 4-methoxyphenyl, 2,6-diF-phenyl, 4-hydroxy-phenyl, (4-methyoxyphenoxy)phenyl, methyl, ethyl, propyl, i-propyl, n-butyl, i-butyl, and cyclobutyl;

R^X is H or $-(CH_2)_m-R^{16}-(CH_2)_n-R^{12}$;

m and n are independently selected from 0 or 1;

R^2 is H or methyl;

R^3 is H, methyl, ethyl propyl, butyl, phenyl, benzyl, $-C(=O)R^{11}$, $-CO_2R^{11}$, $-C(=O)NHR^{11}$ or acetyl;

R^{11} is C_1-C_4 alkyl substituted with 0-1 R^{11a},
phenyl substituted with 0-2 R^{11b}, or
5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-6 membered heterocyclic ring system is substituted with 0-2 R^{11b};

R^{11a} is methyl, ethyl propyl, butyl, F, Cl, Br, Cl, -OH, $-OCH_3$, -SH, $-SCH_3$, $-NH_2$, $-NHCH_3$, $-N(CH_3)_2$, phenyl, or a 5-6 membered heterocyclic ring system containing 1, 2 or 3 heteroatoms selected from nitrogen, oxygen and sulfur;

R^{11b} is $-NO_2$, $-NH_2$, $-SO_3H$, $-SO_2CH_3$, $-CO_2H$, $-CF_3$, -OH, -SH, $-OCF_3$, Cl, Br, I, F, =O, methyl, ethyl, propyl, butyl, $-OCH_3$, $-OCH_2CH_3$, $-SCH_3$, $-SCH_2CH_3$, phenyl, or benzyl;

R^{12} is selected from the group: H;
C_1-C_4 alkyl substituted with 0-2 R^{12a};
6-10 member aryl substituted with 0-3 R^{12a}; and
5-10 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-10 membered heterocyclic ring system is substituted with 0-2 R^{12a};

R^{12a} is independently selected from the group: $-NO_2$; halogen; haloalkyl; carboxyl; carboxy(lower alkyl); $-OR^{14}$; $-SR^{14}$; $-NR^{14}R^{15}$; $-C(=O)NR^{14}R^{15}$; $-NR^{14}C(=O)R^{15}$; C_1-C_4 alkyl; phenyl; and
5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated;

R^{14} and R^{15} are independently selected from H, methyl, or ethyl; and

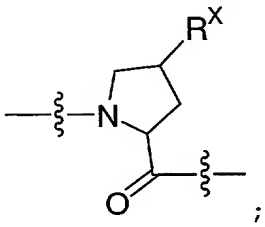
R^{16} is a bond, -O- or -S-.

10. A compound of Claim 9, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, wherein:

W is pinanediol boronic ester;

A is A^2-A^3-A^4, A^2-A^3-A^4-A^5, or A^2-A^3-A^4-A^5-A^6;

A^2 is Pro, Leu, Asp, Abu, Val, cyclohexylalanine, or



;

A^3 is Val, Glu, Ile, Thr, cyclohexylglycine, or cyclohexylalanine;

A^4 is Val, Ile, Leu, cyclohexylglycine, cyclopropylglycine, t-butylglycine, phenylglycine, or 3,3-diphenylalanine;

A^5 is Asp, Glu, Val, Ile, t-butylglycine or Gla;

A^6 is Asp or Glu;

R^1 is-CH_2CH_2-R^{1a} or -$CH_2CH_2CH_2CH_2$-R^{1a};

R^{1a} is selected from the group: phenyl, 2-naphthyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 4-(1,1'-biphenyl)-, 2,5-dimethylphenyl, 2,4-dimethylphenyl, 3-CF_3-phenyl, 4-CF_3-phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl, 4-Cl-phenyl, 4-Br-phenyl, 4-phenoxyphenyl, 4-isopropylphenyl, 4-cyclohexylphenyl, 4-tBu-phenyl, 4-methoxyphenyl, 2,6-diF-phenyl, 4-hydroxy-phenyl, (4-methyoxyphenoxy)phenyl, methyl, ethyl, propyl,

i-propyl, n-butyl, i-butyl, and cyclobutyl;

R^X is H or benzoxy;

R^2 is H;

R^3 is H, $-C(=O)R^{11}$ or acetyl;

R^{11} is 5-6 membered heterocyclic ring system consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; said 5-6 membered heterocyclic ring system is substituted with 0-2 R^{11b}; and

R^{11b} is $-NO_2$, $-NH_2$, $-SO_3H$, $-SO_2CH_3$, $-CO_2H$, $-CF_3$, -OH, -SH, $-OCF_3$, Cl, Br, F, methyl, ethyl, propyl, butyl, $-OCH_3$, or $-OCH_2CH_3$.

11. A compound of Claim 1, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, selected from:

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-4-phenylbutylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-5-phenylpentylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(2-naphthyl)propylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(2-methyl)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(3-methyl)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(4-methyl)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(1,1'-biphenyl)-4-ylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(2,5-dimethyl)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(2,4-dimethyl)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(4-trifluoromethyl)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(3-trifluoromethyl)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(4-fluoro)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(4-phenoxy)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(4-isopropyl)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(4-cyclohexyl)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(4-*tert*-butyl)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(4-methoxy)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(4-chloro)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(4-bromo)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(2-fluoro)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(3-fluoro)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(2,6-difluoro)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-3-(4-hydroxy)phenylpropylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-aminohexylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-5-methylhexylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-aminoheptylboronic acid (+)-pinanediol ester;

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-4-cyclobutylbutylboronic acid (+)-pinanediol ester; and

H-Asp-Glu-Val-Val-Pro-(1*R*)-1-amino-5-ethylheptylboronic acid (+)-pinanediol ester.

12. A compound of Claim 1 selected from:

Ac-Val-Pro-(1*R*)-1-amino-3-phenylpropylboronic acid (+)-pinanediol ester;

Ac-Val-Pro-(1*R*)-1-amino-3-(4-trifluoromethyl)phenyl propylboronic acid (+)-pinanediol ester;

Ac-Val-Pro-(1*R*)-1-amino-3-(4-phenoxy)phenylpropylboronic acid (+)-pinanediol ester;

Ac-Val-Pro-(1*R*)-1-amino-3-(4-hydroxy)phenylpropylboronic acid (+)-pinanediol ester;

Ac-Val-Pro-(1*R*)-1-amino-3-(4-(4-methoxyphenoxy)phenyl) propylboronic acid (+)-pinanediol ester;

Ac-Val-Pro-(1*R*)-1-amino-3-(4-(4-methylphenoxy)phenyl) propylboronic acid (+)-pinanediol ester; and

(2-pyrazinecarbonyl)-Val-Val-Hyp(OBn)-(1*R*)-1-amino-3-(4-trifluoromethyl)phenylpropylboronic acid (+)-pinanediol ester.

13. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of one of Claim 1 or a pharmaceutically acceptable salt form or prodrug thereof.

14. A method of treating a viral infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of one of Claim 1 or a pharmaceutically acceptable salt form or prodrug thereof.

15. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of one of Claim 1 or a pharmaceutically acceptable salt form or prodrug thereof.